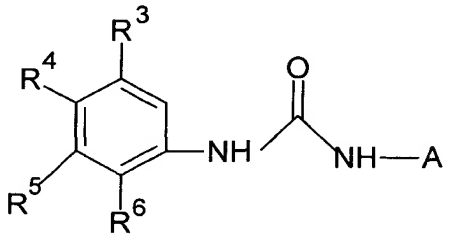
This listing of claims will replace all prior versions, and listings, of claims in the application:

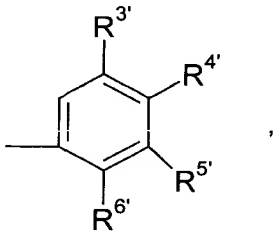
Listing of Claims:

1. (Previously Presented) A compound of formula I:



I

wherein A is



,

R^3, R^4 , R^5 and R^6 are each, independently, H, halogen, NO_2,

C_{1-10}- alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10}-alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C_{1-10}- alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or

C_{5-12} hetaryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,

and either

one of R^3, R^4, R^5 and R^6 is –M-L^1; or

two adjacent of R^3, R^4, R^5 and R^6 together are an aryl or hetaryl ring with 5-12 atoms, optionally substituted by C_{1-10}-alkyl, , halo-substituted C_{1-10}-alkyl up to perhaloalkyl, C_{1-10}-alkoxy, halo-substituted C_{1-10}-alkoxy up to perhaloalkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl, C_{6-12}-aryl, C_{5-12}-hetaryl; C_{6-12}-aralkyl, C_{6-12}-alkaryl, halogen; NR^1R^1; -NO_2; -CF_3; -$COOR^1$; -$NHCOR^1$; -CN; -$CONR^1R^1$; -SO_2R^2; -SOR^2; -SR^2;

in which

R^1 is H or C_{1-10}-alkyl, optionally substituted by halogen up to perhaloalkyl and R^2 is C_{1-10}-alkyl, optionally substituted by halogen, up to perhaloalkyl,

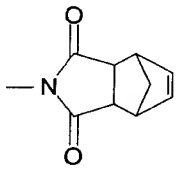
$R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ are independently H, halogen,

C_1 - C_{10} alkyl, optionally substituted by halogen up to perhaloalkyl,

C_1 –C_{10} alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$, together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl;

M is –CH_2-, -S-, -$N(CH_3)$-, -NHC(O)- -CH_2-S-, -S-CH_2-, -C(O)-, or –O-; and

L^1 is phenyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, -SCH_3, NO_2 or,



pyridyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, -SCH_3, or NO_2,

naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, -SCH_3 or NO_2,

pyridone, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, -SCH_3 or NO_2,

pyrazine, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

pyrimidine, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

benzodioxane, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

benzopyridine, optionally substituted by C_{1-10}-alkyl, one C_{1-10}-alkoxy, halogen, -OH, $-SCH_3$ or NO_2 ,

or

benzothiazole, optionally substituted by, C_{1-10} alkyl C_{1-10} alkoxy, halogen, OH, $-SCH_3$ or NO_2

or a pharmaceutically acceptable salt thereof.

2. (Original) A compound according to claim 1, having a pKa greater than 10.

3. (Previously Presented) A compound according to claim 1, wherein

R^3 is H, halogen or C_{1-10}- alkyl, optionally substituted by halogen, up to perhaloalkyl;

R^4 is H, halogen or NO_2;

R^5 is H, halogen or C_{1-10}- alkyl;

R^6 is H, C_{1-10}- alkoxy, thiophene, pyrole or methyl substituted pyrole,

$R^{3'}$ is H, halogen, C_{4-10}-alkyl, or CF_3 and

$R^{6'}$ is H, halogen, CH_3, CF_3 or $-OCH_3$.

4. (Previously Presented) A compound according to claim 1, wherein

$R^{3'}$ is C_{4-10}-alkyl, Cl, F or CF_3;

$R^{4'}$ is H, Cl or F ;

$R^{5'}$ is H, Cl, F or C_{4-10}-alkyl; and

$R^{6'}$ is H or OCH_3.

5. (Previously Presented) A compound according to claim 4, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.

6. (Previously Presented) A compound according to claim 1, wherein M is $-CH_2-$, $-N(CH_3)-$ or $-NHC(O)-$.

7. (Previously Presented) A compound according to claim 6, wherein L^1 is phenyl or pyridyl.

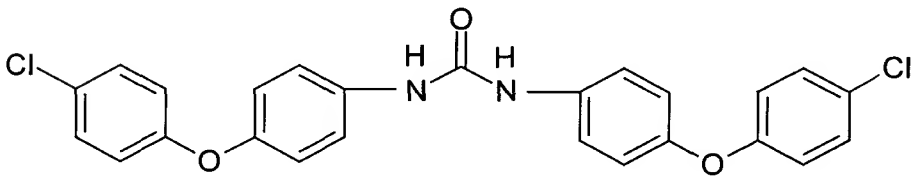
8. (Previously Presented) A compound according to claim 1, wherein M is –O-.

9. (Previously Presented) A compound according to claim 8, wherein L^1 is phenyl, pyridyl, pyridone or benzothiazole.

10. (Previously Presented) A compound according to claim 1, wherein M is –S-.

11. (Previously Presented) A compound according to claim 10, wherein L^1 is phenyl or pyridyl.

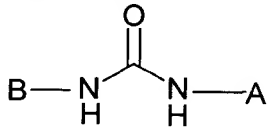
12. (Original) A compound of the formula



13. (Original) A pharmaceutical composition comprising a compound of claim 1, and a physiologically acceptable carrier.

14. (Original) A pharmaceutical composition comprising a compound of claim 12, and a physiologically acceptable carrier.

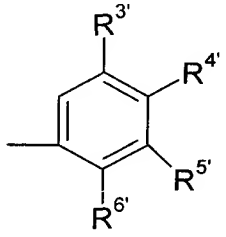
15. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula II:



II

or a pharmaceutically acceptable salt thereof wherein

A is



B is a substituted or unsubstituted, up to bicyclic aryl or heteroaryl moiety of up to 12 carbon atoms with at least one 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is substituted it is substituted by one or more substituents selected from the group consisting of halogen, up to per-halo, and W_n, wherein n is 0-3 and each W is independently selected from the group consisting of –CN, -CO_2R^7, -$C(O)NR^7R^7$,
-$C(O)$-R^7, -NO_2, -OR^7, - SR^7, - NR^7R^7, -$NR^7C(O)OR^7$, -$NR^7C(O)R^7$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkenoyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, optionally substituted with halogen, C_1-C_{10} alkyl, or C_1-C_{10} alkoxy; C_7-C_{24} alkaryl, optionally substituted with halogen, C_1-C_{10} alkyl, or C_1-C_{10} alkoxy; C_3-C_{13} heteroaryl, optionally substituted with halogen, C_1-C_{10} alkyl, or C_1-C_{10} alkoxy; C_4-C_{23} alkheteroaryl, optionally substituted with halogen, C_1-

C_{10} alkyl, or C_1-C_{10} alkoxy; substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_2-C_{10} alkenoyl, substituted C_1-C_{10} alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and -M-L^1;

wherein if W is a substituted group which does not contain aryl or hetaryl moieties, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO_2R^7, -$C(O)R^7$, -$C(O)NR^7R^7$, -OR^7, -SR^7, -NR^7R^7 , NO_2, -$NR^7C(O)R^7$, -$NR^7C(O)OR^7$ and halogen up to per-halo;

wherein each R^7 is independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halo substituted C_2-C_{10} alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} hetaryl,

wherein Q M is - O-, -S-, -$N(R^7)$-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$NR^7C(O)$ NR^7R^7-, -$NR^7C(O)$-, -$C(O)NR^7$-, -$(CH_2)_m$S-, -$(CH_2)_mN(R^7)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^7)(CH_2)_m$-,

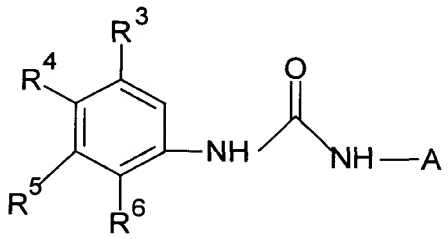
m = 1-3, and X^a is halogen; and

L^1 is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur, which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein $_{n1}$ is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO_2R^7, -$C(O)NR^7R^7$, -$C(O)$- NR^7, -NO_2, -OR^7, - SR^7, - NR^7R^7, -$NR^7C(O)OR^7$, -$C(O)R^7$, -$NR^7C(O)R^7$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} hetaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein the one or more substituents of Z is selected from the group consisting of -CN, -CO_2R^7, -$C(O)NR^7R^7$, -OR^7, -SR^7, -NO_2, -NR^7R^7 , -$NR^7C(O)R^7$ and -$NR^7C(O)OR^7$,

wherein $R^{3'}$, $R^{4'}$,$R^{5'}$and $R^{6'}$ are each independently H, halogen, $C_{1\text{-}10}$-alkyl, optionally substituted by halogen up to perhaloalkyl,

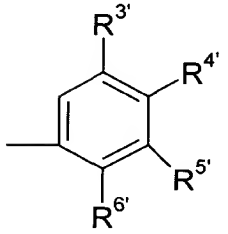
C_1 –C_{10} alkoxy, optionally substituted by halogen up to perhaloalkoxy or two adjacent of $R^{3'}$,$R^{4'}$, $R^{5'}$ and $R^{6'}$ together with the base phenyl, form a naphthyl group, optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl.

16. (Previously Presented) A method for the treatment of a cancerous cell growth mediated by raf kinase, comprising administering a compound of formula IIa:



IIa

wherein A is



,

R^3, R^4, R^5 and R^6 are each independently H, halogen, NO_2,

C_{1-10}- alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10}-alkoxy, optionally substituted by halogen up to perhaloalkoxy,

C_{1-10}- alkanoyl, optionally substituted by halogen up to perhaloalkanoyl,

C_{6-12} aryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy, or

C_{5-12} hetaryl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,

and either

one of R^3, R^4, R^5 and R^6 is –M-L^1; or

two adjacent of R^3, R^4, R^5 and R^6 together are an aryl or hetaryl ring with 5- 12 atoms, optionally substituted by C_{1-10}-alkyl, halo-substituted C_{1-10}-alkyl up to perhaloalkyl, C_{1-10}-alkoxy, halo-substituted C_{1-10}-alkoxy up to perhaloalkoxy, C_{3-10}-cycloalkyl, C_{2-10}-alkenyl, C_{1-10}-alkanoyl; C_{6-12}-aryl, C_{5-12}-hetaryl, C_{6-12}-alkaryl, halogen; -NR^1R^1; -NO_2; -CF_3;-$COOR^1$; -$NHCOR^1$; -CN; -$CONR^1R^1$; -SO_2R^2; -SOR^2; -SR^2;

in which

R^1 is H or C_{1-10}-alkyl, optionally substituted by halogen, up to perhalo and

R^2 is C_{1-10}-alkyl, optionally substituted by halogen,

$R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ are independently H, halogen,

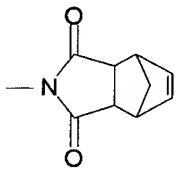
C_1 - C_{10} alkyl, optionally substituted by halogen up to perhaloalkyl,

C_1 –C_{10} alkoxy optionally substituted by halogen up to perhaloalkoxy or

two adjacent of $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$, together with the base phenyl, form a naphthyl group optionally substituted by halogen up to perhalo, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl, halogen up to perhalo ;

M is –CH_2-, -S-, -$N(CH_3)$-, -NHC(O)- -CH_2-S-, -S-CH_2-, -C(O)-, or –O-; and

L^1 is phenyl, pyridyl, naphthyl, pyridone, pyrazine, pyrimidine, benzodiaxane, benzopyridine or benzothiazole, each optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$, NO_2 or, where Y is phenyl, by



or a pharmaceutically acceptable salt thereof.

17. (Previously Presented) A method according to claim 16, wherein

R^3 is halogen or C_{1-10}- alkyl, optionally substituted by halogen, up to perhaloalkyl;

R^4 is H, halogen or NO_2;

R^5 is H, halogen or C_{1-10}- alkyl;

R^6 is H , C_{1-10}- alkoxy, thiophene, pyrole or methylsubstituted pyrole

$R^{3'}$ is H, halogen, C_{4-10}-alkyl, or CF_3 and

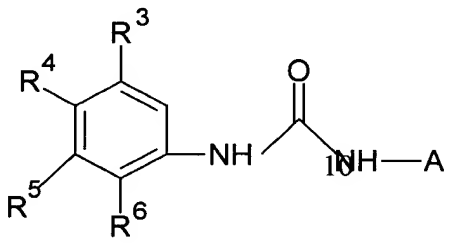
$R^{6'}$ is H, halogen, CH_3 , CF_3 or OCH_3.

18. (Previously Presented) A method according to claim 16, wherein M is $-CH_2-$,–S-, $-N(CH_3)-$ or –NHC(O)- and L^1 is phenyl or pyridyl.

19. (Previously Presented) A method according to claim 16, wherein M is –O- and L^1 is phenyl, pyridone, pyrimidine, pyridyl or benzothiazole.

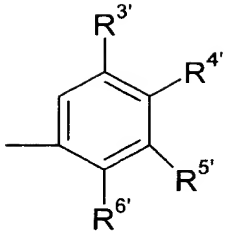
Please add the following claims:

20. (New) A compound of formula I:



I

wherein A is



R^3, R^4, R^5 and R^6 are each, independently, H, halogen, NO_2,

C_{1-10}- alkyl, optionally substituted by halogen up to perhaloalkyl,

C_{1-10}-alkoxy, optionally substituted by halogen up to perhaloalkoxy,

pyridinyl, optionally substituted by C_{1-10} alkyl or C_{1-10} alkoxy,

and one of R^3, R^4, R^5 and R^6 is –M-L^1;

$R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$ are independently H, halogen,

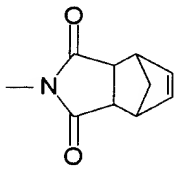
C_1 - C_{10} alkyl, optionally substituted by halogen up to perhaloalkyl,

C_1 –C_{10} alkoxy optionally substituted by halogen up to perhaloalkoxy or two adjacent of $R^{3'}$, $R^{4'}$, $R^{5'}$ and $R^{6'}$, together with the base phenyl, form a naphthyl group, optionally substituted by C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl, C_{2-10} alkenyl, C_{1-10} alkanoyl, C_{6-12} aryl, C_{5-12} hetaryl or C_{6-12} aralkyl;

$R^{3'}$ is H, halogen, C_1 - C_{10} alkyl, optionally substituted by halogen up to perhaloalkyl, C_1 – C_{10} alkoxy optionally substituted by halogen up to perhaloalkoxy

M is $-CH_2-$, -S-, $-N(CH_3)-$, -NHC(O)- $-CH_2-S-$, $-S-CH_2-$, -C(O)-, or –O-; and

L^1 is phenyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$, NO_2 or,



pyridyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$, or NO_2,

naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

pyridone, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

pyrazine, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

pyrimidine, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

benzodioxane, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

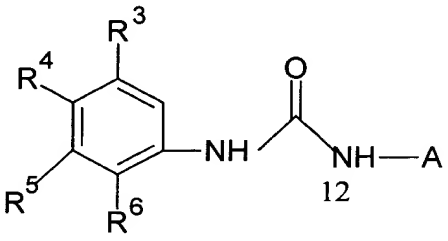
benzopyridine, optionally substituted by C_{1-10}-alkyl, OH, one C_{1-10}-alkoxy, halogen, $-SCH_3$ or NO_2 ,

or

benzothiazole, optionally substituted by, C_{1-10} alkyl C_{1-10} alkoxy, halogen, OH, $-SCH_3$ or NO_2

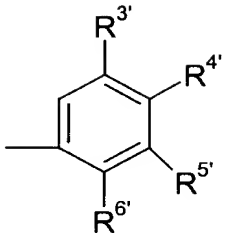
or a pharmaceutically acceptable salt thereof.

21. (New) A compound of formula I:



I

wherein A is



wherein

R^3 is H, halogen or C_{1-10}- alkyl, optionally substituted by halogen, up to perhaloalkyl;

R^4 is H, halogen or NO_2;

R^5 is H, halogen or C_{1-10}- alkyl;

R^6 is H, C_{1-10}- alkoxy, thiophene, pyrole or methyl substituted pyrole,

$R^{3'}$ is H, Cl, F , C_{4-10}-alkyl, or CF_3 and

$R^{4'}$ is H, Cl or F ;

$R^{5'}$ is H, Cl, F or C_{4-10}-alkyl; and

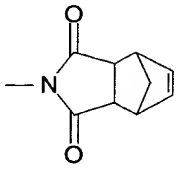
$R^{6'}$ is H , halogen, CH_3, CF_3 or $-OCH_3$,.

and one of R^3, R^4 , R^5 and R^6 is $-M-L^1$; wherein

M is $-CH_2-$, -S-, $-N(CH_3)-$, -NHC(O)- $-CH_2-S-$, $-S-CH_2-$, -C(O)-, or –O-; and

L^1 is phenyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$, NO_2

or,



pyridyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$, or NO_2,

naphthyl, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

pyridone, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

pyrazine, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

pyrimidine, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

benzodioxane, optionally substituted by C_{1-10}-alkyl, C_{1-10}-alkoxy, halogen, OH, $-SCH_3$ or NO_2,

benzopyridine, optionally substituted by C_{1-10}-alkyl, one C_{1-10}-alkoxy, halogen, $-SCH_3$ or NO_2 ,

or

benzothiazole, optionally substituted by, C_{1-10} alkyl C_{1-10} alkoxy, halogen, $-SCH_3$ or NO_2

or a pharmaceutically acceptable salt thereof.

22. (New) A compound according to claim 21, wherein $R^{3'}$ or $R^{5'}$ is t-butyl.

23. (New) A compound according to claim 21, wherein M is $-CH_2-$, $-N(CH_3)-$ or –NHC(O)-.

24. (New) A compound according to claim 21, wherein L^1 is phenyl or pyridyl.

25. (New) A compound according to claim 21, wherein M is –S-.

26. (New) A compound according to claim 26, wherein L^1 is phenyl or pyridyl.